



## BYLAWS

**(Approved February 5, 2026)**

### ARTICLE I: NAME

**Section 1:** The name of this organization shall be American Academy for Park and Recreation Administration (hereinafter referred to as the "Academy"), a nonprofit corporation incorporated in the state of Missouri.

**Section 2:** The principal office of the Academy shall be identified by the Board of Directors. The Academy may have such other offices as may from time to time be designated by the Board of Directors.

### ARTICLE II: PURPOSE

The Academy operates exclusively for charitable, educational, and scientific purposes. Specifically, its objectives shall be:

1. To advance knowledge related to the administration of public parks and recreation.
2. To foster the growth of future leaders within parks, recreation, and conservation through professional development opportunities.
3. To promote broader public understanding of the essential services of public parks and recreation to improve the quality of life for ALL.
4. To encourage practitioners and educators to conduct research, publish scholarly papers, and/or sponsor seminars to enhance the best practices of public parks, recreation administration, and conservation.

### ARTICLE III: ANTITRUST COMPLIANCE

#### **Section 1: Policy**

It is the undeviating policy of the Academy to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of the Academy or Academy-related actions of its officers, directors, or committee or task force chairs, members, staff and/or independent contractors that violate these regulations and laws are detrimental to the interests of the Academy and are unequivocally contrary to Academy policy

### ARTICLE IV: MEMBERSHIP

#### **Section 1: Membership Categories**

There shall be two categories of membership in the Academy:

(1) Fellow & (2) Emeritus Fellow who have demonstrated the following:

1. Proven outstanding ability in administration, management or education in the profession of parks and recreation.
2. Displayed a sufficient broad interest and a reflective nature in order to interpret experience within the profession to others.

3. Assumed leadership in the profession and demonstrated a keen desire to contribute to the advancement of parks and recreation through participation in the affairs of the Academy.

**A. Fellow:**

1. **Professional/Practitioner:** Served in a high-level of administration in a park and recreation agency for not less than fifteen (15) years with a direct service benefit to the advancement of public parks and recreation. This means significant experience and oversight in a majority of the following areas: parks, recreation, conservation, personnel, training, budgeting, planning, capital improvements, and marketing.
2. **Educator:** Served as a recognized educator in the field of parks and recreation administration for a period of not less than fifteen (15) years. An individual can be considered if either holding a professor, full-time faculty, and/or administrative position at a university in a parks, recreation, conservation, tourism, sports management, or related field program; **OR** served in a high level of administration as a recognized educator.
3. **Advocate:** Served in a high-level of administration, training, consulting, commercial enterprise, and/or advocacy for not less than fifteen (15) years with a direct service benefit to the advancement of public parks, recreation, and/or conservation, tourism, sports management, or related field program.
4. **Urban Director:** Served as an Urban Director or Chief Executive Officer of a Regional/Special District, County (or Parish) or City Park, recreation, or conservation system that serves an urban population center of 200,000+ people or from the most populous City, Regional/ Special District, County (or Parish) in that state. Nominees for the Urban Director category must have a minimum of three years' experience in their position. Persons desiring to become Urban Director Fellows would be nominated for membership by the Urban Directors Committee, whose members are appointed by the president, consisting primarily of Urban Director Fellows. Current Academy Fellows shall forward to the Urban Director Committee Chair the name and background documenting how the potential nominee meets the membership criteria. The Committee shall review the names and background submitted and forward the names they are recommending for membership and the supporting data to the Board of Directors for approval. Fellows selected through this process shall not exceed ten percent (10%) of the Academy Fellow membership and will be in addition to the members allowed in other categories.

**B. Emeritus Fellow:** A Fellow who meets the requirement of membership, who, by personal definition, is retired from the profession (or who, in the case of direct election of a distinguished professional to Emeritus status), shall be enrolled as an Emeritus Fellow. Emeritus Fellows are encouraged to actively participate in the Academy's programs, including serving on committees, and shall enjoy all the rights and privileges of full membership, including the right to vote.

## **Section 2: Election of Fellows**

Nominations for Practitioner, Educator, and Advocate membership shall be made by the Membership Development Committee appointed pursuant to Article VIII. Any member of the Academy may submit in writing, in such form and with such supporting material as the Membership Development Committee may prescribe. The Membership Development Committee shall screen all nominations and forward the names of nominees that the Committee recommends, along with supporting data, to the Board of Directors in accordance with a schedule prescribed by the Board. Nominees receiving a two-thirds vote of the Board of Directors shall become members of the Academy.

### **Section 3: Membership**

The number of Fellows, excluding Emeritus Fellows, shall not exceed one hundred and fifty (150), which includes a maximum of 100 Practitioners, 25 Educators, 12 Urban Directors, and 13 Advocates. The Board of Directors shall determine the number of members to be elected each year to ensure the maintenance of the membership body consistent with the purposes of the Academy. There is no limit to the number of Emeritus Fellows.

### **Section 4: Dues**

The annual dues for each membership category of the Academy shall be determined by the Board of Directors.

### **Section 5: Delinquent Membership**

The Board of Directors shall conduct an annual review on March 31<sup>st</sup> of each year of the names of any Fellows and Emeritus Fellows who failed to pay their dues for that year. Members in arrears shall be notified in writing or by other available means that they will be removed from the membership if dues are not paid in full by April 30<sup>th</sup> of that calendar year. Review of, and notification to, a schedule of unpaid members is to be established by the Board. At its discretion, the Board may suspend this provision.

### **Section 6: Reinstatement of a Member (Failure to Pay Dues)**

If a Fellow or Emeritus Fellow has been inactive for a period of one (1) year or less for failure to pay dues by April 30<sup>th</sup> of that calendar year, such member may be reinstated by action of the Board of Directors upon making payment-in-full of membership dues, both current and in arrears. If a previous member is in arrears with dues for more than one year and they desire to become active and reinstated as a member, the individual must successfully complete the nomination and election process as set forth in Article III, Section 2, Election of Fellows.

### **Section 7: Discipline**

A Fellow or Emeritus Fellow may be censured, fined, suspended or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to (1) observe the Academy's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) abide in the lawful decisions of any duly constituted committee of the Academy, or (3) engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Academy. The discipline shall occur only after the Fellow or Emeritus Fellow has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the Fellow or Emeritus Fellow of their opportunity to be heard, orally or in writing at the discretion of the Board, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any. The decision of the Board or its designee shall be final.

The Board is not required to follow the above procedure when imposing lesser discipline, such as private reprimand.

A Fellow or Emeritus Fellow who has failed to pay dues by the designated final deadline, or who ceases to meet all the requirements for membership, shall automatically cease to be a member upon occurrence of the disqualifying event, and the procedures set forth above need not be applied.

### **Section 8: Transfer of Membership**

Membership in the Academy is not transferable or assignable.

**Section 9: Ineligibility to Nominate**

The Board of Directors and current members of the Membership Development Committee may not nominate or write a letter of support for any individual as a Fellow of the Academy. They still retain the right to vote on a member.

**Section 10: Refunds**

No dues will be refunded unless specifically authorized by the Board of Directors.

**Section 11: Resignation**

Members wishing to resign from the Academy shall submit a letter of resignation to the President of the Academy.

**Section 12: Vacating Urban Directors.**

For Urban Directors who vacate their position in their agency and no longer meet the criteria as an Urban Director, their membership shall be vacated, thereby leaving a vacancy in that category, and they may reapply for membership through the regular Professional/Practitioner, Educator, or Advocate member process. Urban Directors who retire may transition to the Emeritus category, thereby leaving a vacancy in the Urban Director category.

**ARTICLE V: ANNUAL AND SPECIAL MEETINGS****Section 1: Annual Meeting**

There shall be an annual meeting of the Academy at such time and place, including the option of teleconferencing, as may be determined by the Board of Directors, for the purposes of installing members of the Board of Directors, receiving annual reports, presenting scholarly papers, and transacting other business. Notice of such meeting shall be mailed or transmitted electronically to the last recorded postal or electronic mail address of each member not less than five (5) nor more than sixty (60) days before the time appointed for the meeting. In the event of the absence of an annual meeting, leadership transition of the Board of Directors shall occur at the next Board of Directors meeting.

**Section 2: Special Meetings**

Special meetings of the Academy may be called by the President or the Board of Directors, or shall be called by the President upon the written request of twenty-five members of the Academy. Notice of any special meeting shall be mailed or transmitted electronically to each member at his/her last recorded postal or electronic mail address, not less than five (5) nor more than sixty (60) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

**Section 3: Quorum**

Twenty-five percent (25%), of the membership present, whether in person or via telecommunications, at the annual meeting or any special meeting of the Academy shall constitute a quorum, and, in case there is fewer than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

**Section 4: Parliamentary Authority**

The current edition of Sturgis, The Standard Code of Parliamentary Procedure, governs this organization in all parliamentary situations that are not provided for in the law or in its charter, Bylaws, or adopted rules.

### **Section 5: Voting**

Voting must remain open for not less than five (5) days from the date a ballot is delivered provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution, or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered. Members may vote through the use of electronic means to the extent permitted by Missouri law.

Ballots shall: (1) Indicate the number of responses needed to meet quorum requirements; (2) State the percentage of approvals necessary to approve; and (3) Specify the time by which a ballot must be received to be counted.

Approval by written or electronic ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

### **Section 6: Proxies**

No member may act by proxy on any matter.

## **ARTICLE VI: BOARD OF DIRECTORS**

### **Section 1: Powers**

The Board of Directors shall have supervision, control, and direction of the affairs of the Academy, shall determine its policies or changes to its policies as authorized by the bylaws, shall actively prosecute its purposes as articulated in Article II, and shall have discretion in the disbursement of its funds. The Board may retain employees or contractors, including but not limited to an executive director and executive secretary/treasurer. In furtherance of Academy purposes, the Board may enter into partnerships with other nonprofits, state governments, local governments, universities or instrumentalities thereof; the federal government, businesses, or individuals. The Board of Directors may adopt such rules and regulations for the conduct of the Academy's business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

### **Section 2: Composition**

The Board of Directors shall be composed of a President, President-Elect, Secretary, Treasurer, immediate Past President, and six at-large elective Directors.

### **Section 3: Elective Directors**

Annually, two Directors shall be elected for a term of three years. Any Director may serve no more than two consecutive three-year terms. Election shall be by balloting in accordance with Section 2 of Article VIII of the bylaws. The two Director candidates receiving the greatest number of votes shall be elected.

### **Section 4: Voting**

The Board may vote through the use of electronic means to the extent permitted by Missouri law. A majority of the votes cast shall elect.

### **Section 5: Tie Vote**

In the case of a tie vote, the presiding officer shall flip a coin to determine a winner if it is agreed to by the candidates, otherwise the Board of Directors may vote to break the tie.

**Section 6: Term**

Each elective director shall take office at the conclusion of the annual meeting and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

**Section 7: Vacancy**

Elective director vacancies may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting.

**Section 8: Proxies**

No director may act by proxy on any matter.

**Section 9: Compensation**

Elective directors do not receive compensation for their services but may be reimbursed for expenses according to established reimbursement policies.

**Section 10: Board Member Attendance and Participation**

Board members are expected to consistently attend and actively engage in Board meetings, leadership meetings called by the President, and the Committee meetings, for which they serve as Liaison. Meeting schedules for Board and leadership meetings called by the President will be established and distributed at the start of each governance year.

If in a governance year a Board Member misses more than two regular Board Meetings and either misses more than two (2) leadership meetings called by the President or misses more than fifty percent (50%) of Committee meetings of which they are a liaison, they should consider whether they can fulfill their responsibilities. In such cases, the member is encouraged to resign to allow another member to serve effectively.

Board members must notify the President or Executive Director before any meeting they cannot attend, providing a valid reason (e.g., medical, family emergency, urgent agency matter, or pre-planned vacation). The Board may consider a member who exceeds these absences as having effectively resigned and may invoke Article VI, Section 11—Removal from Office.

**Section 11: Removal from Office**

Any director may be removed, with or without cause, provided that:

- (a) The removal is approved by at least two-thirds of the Board of Directors' votes cast, whether at a meeting or by written ballot submitted through mail or other telecommunications means; and
- (b) All Board of Directors who are entitled to vote shall receive advance written notice specifying that the purpose is to vote on the removal of one or more directors, whose name(s) must be listed in the notice.

No director may be removed without satisfying both requirements.

**Section 12: Meetings**

The Board of Directors shall meet upon call of the President at such time and places as they may designate. A majority of the Board of Directors shall constitute a quorum. Meetings of the Board of Directors may be held by teleconference or other appropriate telecommunications process.

### **Section 13: Guest Attendance at Meetings**

Current members of the Academy are permitted to attend Board of Directors meetings, and non-members may be invited by the Board of Directors to witness activities. The Board of Directors may permit a specified time for comments by members of the Academy for items on the agenda. Non-members may be permitted to participate with comments on agenda items if recognized by the Board of Directors. The Board of Directors may require that all non-Board members leave the meeting for their discussion. Votes by the Board of Directors are to be taken during the open portion of the meeting, and any current Academy member is permitted to be in attendance during these votes.

### **Section 14: Action Without Meeting**

Any action within the power of the Board shall be deemed to have been validly taken at a meeting duly called and held if such action shall be consented to in writing by all Directors.

## **ARTICLE VII: OFFICERS**

### **Section 1: Elective Officers**

The elective officers of the Academy shall be a President, a President-Elect, a Secretary, and a Treasurer. The President-Elect shall be elected annually and shall automatically advance to the office of President the following year. The President automatically advances to the office of Past President the following year. Election shall be by balloting in accordance with Section 2 of Article VIII of the bylaws. A majority of votes cast shall elect.

### **Section 2: Tie Vote**

In the case of a tie vote, the presiding officer shall flip a coin to determine a winner if it is agreed to by the candidates, otherwise the Board of Directors may vote to break the tie.

### **Section 3: Term**

Each elective officer shall take office at the conclusion of the annual meeting and shall serve for a term of one year and until a successor is duly elected and qualified. The following terms: President, one (1) year; President-Elect, one (1) year; Secretary, two (2) years; and Treasurer, two (2) years. Persons occupying the offices of Secretary or Treasurer may serve no more than one consecutive two-year term.

The Secretary shall be elected for a two-year term on odd-numbered years, and the Treasurer shall be elected to a two (2) year term on even-numbered years.

### **Section 4: Vacancies**

Vacancies in any office may be filled for the balance of the term thereof by the Directors at any regular or special meeting.

### **Section 5: Removal from Office**

Any officer may be removed, with or without cause, provided that:

(a) The removal is approved by at least two-thirds of the Board of Directors' votes cast, whether at a meeting or by written ballot submitted through mail or other telecommunications means; and

(b) All Board of Directors who are entitled to vote shall receive advance written notice specifying that the purpose is to vote on the removal of one or more officers whose name(s) must be listed in the notice.

No officer may be removed without satisfying both requirements.

## **Section 6: Compensation**

Officers do not receive compensation for their services but may be reimbursed for expenses according to established reimbursement policies.

## **Section 7: President**

The President shall be the principal elective officer of the Academy, shall preside at meetings of the Academy and of the Board of Directors, and shall be a member ex-officio, with right to vote, on all committees except the Nominating Committee and the Cornelius Amory Pugsley Committee.

## **Section 8: President-Elect**

The President-Elect may be delegated by the President to perform his/her duties, in the event of the President's temporary disability or absence from meetings and shall have such other duties as the President or the Board may assign. The President-Elect shall succeed to the office of President.

## **Section 9: Past President**

The President shall automatically succeed to the office of Past President and shall chair the Nominating Committee and shall have such other duties as the President or the Board may assign.

## **Section 10: Treasurer**

The Treasurer shall review the financial records with the Executive Director and Executive Secretary/Treasurer prior to each Board of Directors meeting and the Academy annual meeting. The Treasurer shall make a report at the annual meeting or when called upon by the President and shall perform such other duties as may be assigned to them.

## **Section 11: Secretary**

The Secretary shall ensure that an accurate record of all proceedings of the Board of Directors meetings and the Academy annual meeting are kept and shall perform such other duties as are required and assigned to them.

# **ARTICLE VIII COMMITTEES**

## **Section 1: Appointment of Committees**

The President, subject to the approval of the Board of Directors and except as specified otherwise in the bylaws, shall annually appoint such standing, special, or subcommittees as may be required by the bylaws or as they may find necessary.

## **Section 2: Nominating Committee**

The Board of Directors shall appoint a Nominating Committee to nominate officers and director candidates for the Board of Directors. The Committee shall be comprised of five (5) members, a majority of whom are past presidents, and chaired by the immediate Past President. The President Elect shall also be appointed to serve on the Committee as one of the five (5) members. The Committee will submit to the Board of Directors at least two (2) names for each elective office position. A ballot shall be distributed to the last recorded physical or email address of each member at least forty (40) days before the annual meeting in accordance with Article IV, Section 5 of the bylaws. The date for the return of the ballots and manner of tabulation shall be prescribed by the Nominating Committee.

## **Section 3: Membership Development Committee**

The Membership Development Committee shall consist of a Board liaison with voice and vote, and six appointive members, each having been a member of the Academy for not less than three years. The President shall appoint members as vacancies occur. The term of office of the appointive members of the

Membership Development Committee shall be three years. No person may serve on the Membership Development Committee for two full consecutive appointive terms. All other members of the Board of Directors are prohibited from serving on the Membership Development Committee. Should a current Membership Development Committee member be elected to the Board of Directors, they shall resign from the Membership Development Committee but may thereafter be appointed as the Board liaison. The President of the Academy shall confer with the President-Elect on the naming of the Chair and Vice-Chair of the Membership Development Committee.

#### **Section 4: Cornelius Amory Pugsley Medal Committee**

The Cornelius Amory Pugsley Medal Committee is composed of five voting members. All shall have received a Pugsley Medal, and at least three shall be members of the Academy. Terms shall be three years, and a member may serve not more than three consecutive complete terms. The Chair of the Pugsley Committee shall be appointed for a two-year term by the President in conference with the President-Elect. The Academy President and President-Elect shall consult with the Chair of the Committee in regard to the naming of prospective Committee members. The Chair of the Committee shall confer with other Committee members regarding new members and then forward a request to the President for the appointment of specific new members. In conference with the Committee Chair, the President may appoint up to two additional Pugsley recipients as honorary non-voting members, who serve in an advisory capacity. Honorary members may, but need not be, Academy Members.

#### **Section 5: Executive Committee**

The Board of Directors may adopt by resolution the formation or dissolution of an Executive Committee. In its formation resolution, the board must state the duties of the Executive Committee. The President, President-Elect, Past President, Secretary, and Treasurer shall serve as the members of the Executive Committee. The Executive Director shall serve as an ex-officio member of the Executive Committee. The Executive Committee is subject to the direction and control of the full board. Meetings of the Executive Committee shall be called by the President. Minutes of the Executive Committee meeting will be provided to the full board.

#### **Section 6: Meetings**

Meetings and other work of committees may be conducted in person or by teleconference, other appropriate telecommunications process, or electronic means, providing that all committee members have access to participate.

#### **Section 7: Quorum**

The majority of the committee shall constitute a quorum for voting purposes. If there is a lack of a quorum, the committee may meet but cannot vote on matters.

### **ARTICLE IX: DISSOLUTION**

The Academy shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall be inured or be distributed to the members of the Academy. On dissolution of the Academy, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

### **ARTICLE X: AMENDMENTS**

Upon proposals by the Board of Directors, these bylaws may be amended, repealed, or altered, in whole or in part, by approval of a majority of the members through mail, or telecommunication, vote as may be prescribed by the Board of Directors.

Adopted October 28, 1981  
Amended October 25, 1985  
Amended September 17, 1987  
Amended September 8, 1989  
Amended August 10, 1991  
Amended June 3, 1992  
Amended February 2, 1995  
Amended September 6, 1996  
Amended December 6, 1999  
Amended September 6, 2002  
Amended September 9, 2005  
Amended December 14, 2008  
Amended March 15, 2013  
Amended May 15, 2014  
Amended January 28, 2021  
Amended May 13, 2022  
Amended February 25, 2025  
Amended February 5, 2026